

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

**Date of Report (Date of Earliest Event Reported):**  
**August 8, 2013**

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**Live Nation Entertainment, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32601**  
(Commission File No.)

**20-3247759**  
(I.R.S. Employer  
Identification No.)

**9348 Civic Center Drive**  
**Beverly Hills, California**  
(Address of principal executive offices)

**90210**  
(Zip Code)

**(310) 867-7000**

**Registrant's telephone number, including area code:**

**Not Applicable**

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01 Regulation FD Disclosure**

On August 8, 2013, Live Nation Entertainment, Inc. (the “Company”) announced that it plans to make a private offering of \$200 million aggregate principal amount of its 7.000% Senior Notes due 2020 (the “Notes”). In connection with the private offering of the Notes, the Company intends to disclose certain information to potential investors. Attached hereto as Exhibit 99.1 are excerpts from the confidential preliminary offering memorandum dated August 8, 2013, containing certain of such information.

The Company expects to use the net proceeds from the offering, together with borrowings under its new senior secured credit facility, to repay in full borrowings under its existing senior secured credit facility, redeem all of its outstanding 8.125% senior notes due 2018 and pay related fees and expenses. A copy of the press release is filed herewith as Exhibit 99.2 and incorporated herein by reference.

The Notes will be offered through a private placement and will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws. As a result, they may not be offered or sold in the United States or to any U.S. persons except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Notes will be offered only to “qualified institutional buyers” under Rule 144A of the Securities Act or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act.

The information disclosed under this Item 7.01, including Exhibits 99.1 and 99.2 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing made under the Securities Act, except as expressly set forth by specific reference in such filing. The furnishing of this information pursuant to Item 7.01 shall not be deemed an admission by the Company as to the materiality of such information.

**Item 9.01 Financial Statements and Events**

(d) Exhibits.

The information in the Exhibit Index of this Current Report on Form 8-K is incorporated into this Item 9.01(d) by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Live Nation Entertainment, Inc.

/s/ Michael Rowles

Name: Michael Rowles

Title: Executive Vice President,  
General Counsel and Secretary

August 8, 2013

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Regulation FD Disclosure.
99.2	Press Release issued by Live Nation Entertainment, Inc. on August 8, 2013.

**DESCRIPTION OF CERTAIN INDEBTEDNESS****Senior secured credit facility**

In connection with this offering, Live Nation intends to enter into the new senior secured credit facility consisting of a \$300.0 million revolving credit facility, a five year \$100.0 million term loan A and a seven year \$950.0 million term loan B, with the right, subject to certain conditions, to increase such facilities by an amount not to exceed the greater of (x) \$450.0 million and (y) additional amounts so long as the senior secured leverage ratio, on a pro forma basis after giving effect to such increase, is no greater than 3.25:1.00. The revolving credit facility provides for borrowings up to the amount of the facility with to be determined sub-limits to be available for the issuance of letters of credit, for borrowings in foreign currencies and for swingline borrowings. The revolving credit facility will be available to Live Nation and certain foreign subsidiaries of Live Nation designated as borrowers.

In addition to paying interest on outstanding principal under the credit facility, we will be required to pay a commitment fee at a rate of 0.50% to the lenders under the revolving credit facility in respect of the unutilized commitments. This commitment fee is subject to a step down to 0.375% based on Live Nation's net leverage ratio declining to a level to be determined. Live Nation will also be required to pay customary letter of credit fees, as necessary. In the event Live Nation's net leverage ratio improves, the interest rate on revolving credit and new five year term loan A borrowings will decline subject to step downs to be determined.

The new senior secured credit facility is expected to contain a number of covenants that, among other things, will restrict our ability to incur additional debt, pay dividends and make distributions, make certain investments and acquisitions, repurchase stock and prepay certain indebtedness, create liens, enter into agreements with affiliates, modify the nature of the business, enter into sale-leaseback transactions, transfer and sell material assets and merge or consolidate and will require maintenance of a maximum leverage ratio and a minimum interest coverage ratio.

The completion of this offering is conditioned upon our entry into the new senior secured credit facility, the final terms of which may differ from those described above.



**LIVE NATION ENTERTAINMENT ANNOUNCES LAUNCH OF  
\$200 MILLION PRIVATE NOTES OFFERING**

**LOS ANGELES – August 8, 2013** – Live Nation Entertainment, Inc. (NYSE: LYV) today announced that it intends to offer, subject to market and other conditions, \$200 million in aggregate principal amount of its 7.000% senior notes due 2020 (the “Notes”). The Notes will be offered as additional notes under an existing indenture, dated as of August 20, 2012, pursuant to which the company previously issued \$225 million aggregate principal amount of 7.000% senior notes due 2020 (the “Existing Notes”). The Notes will form a part of the same series as the Existing Notes, and will be guaranteed by certain domestic subsidiaries of the company.

The company intends to use the net proceeds from the offering, together with borrowings under its new senior secured credit facility, to repay in full borrowings under its existing senior secured credit facility, redeem all of its outstanding 8.125% senior notes due 2018 and pay related fees and expenses. The completion of the offering of the Notes is conditioned upon the company’s entry into the new senior secured credit facility.

The Notes will be offered through a private placement and will not be registered under the Securities Act of 1933, as amended, or any state securities laws. As a result, they may not be offered or sold in the United States or to any U.S. persons except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Notes will be offered only to “qualified institutional buyers” under Rule 144A of the Securities Act or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. This news release is neither an offer to sell nor a solicitation of an offer to buy the Notes, nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**Forward-Looking Statements**

This news release contains forward-looking statements, including statements related to the offering and the expected use of the net proceeds, which are based on current expectations, forecasts and assumptions that involve risks and uncertainties that could cause actual results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. The company refers you to the documents it files with the Securities and Exchange Commission, specifically the section titled “Item 1A. Risk Factors” of its annual report on Form 10-K for the year ended December 31, 2012 and quarterly reports on Form 10-Q, and its periodic reports on Form 8-K, which contain and identify important factors that could cause actual results to differ materially from those contained in the company’s projections or forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. The company undertakes no obligation to update any forward-looking statement, whether as a result of changes in underlying factors, new information, future events or otherwise.

**Investor Contact:**

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Information found on Live Nation Entertainment’s website is not incorporated by reference.

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